

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

<b>In re:</b>	<b>§ Case No. 05-21207</b>
	<b>§</b>
<b>ASARCO LLC, et al.,</b>	<b>§ Chapter 11</b>
	<b>§</b>
<b>Debtors.</b>	<b>§ (Jointly Administered)</b>
	<b>§</b>

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**ORDER APPROVING THE PROPOSED TAX PROTOCOL AGREEMENT AND  
REQUIRING ASARCO INCORPORATED AND AMERICAS MINING  
CORPORATION TO PROVIDE CERTAIN TAX-RELATED INFORMATION OR, IN  
THE ALTERNATIVE, COMPEL 2004 EXAMINATIONS**

Upon consideration of the ASARCO LLC's ("ASARCO" or the "Debtor") Motion for Order Approving the Proposed Tax Protocol Agreement and Requiring ASARCO Incorporated ("Asarco Delaware") and Americas Mining Corporation ("AMC") to Provide Certain Tax-Related Information or, in the Alternative, Compel 2004 Examinations (the "Motion"); and the Court having considered the Motion and having determined that the relief requested therein is justified by and is consistent with the Court's earlier rulings at the September 27, 2006 hearing on the Motion for Relief from Stay<sup>1</sup> (the "Hearing"); and the Court having determined that the relief requested is necessary or appropriate to carry out the provisions of this title and, in the alternative, authorized under Fed. R. Bankr. P. 2004; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

**FOUND AND DETERMINED THAT:**

A. The Court has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334;

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<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to such terms as set forth in the Motion.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and venue in this district is proper under 28 U.S.C. §§ 1408 and 1409;

C. Proper and adequate notice of the Motion and the hearing thereon has been given, and no other or further notice is necessary;

D. A reasonable opportunity to object or be heard with respect to the Motion and the relief requested therein has been afforded to all interested persons and entities;

E. Approval of the Proposed TPA and the requirement that Asarco Delaware and AMC provide to ASARCO the Requested Tax-Related Information within ten business days from entry of this Order (or on such other dates as may be mutually agreed) are justified by the Court's prior rulings and record at the Hearing, are necessary or appropriate to carry out the provisions of this title and alternatively appropriate under Fed. R. Bankr. P. 2004; and it is therefore

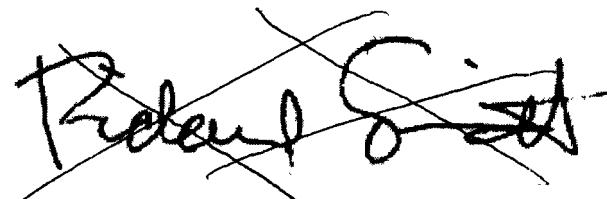
**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED;
2. Any objection to the Motion or the relief requested therein has been resolved, withdrawn, or is overruled on the merits;
3. In accordance with the Court's prior rulings at the Hearing, 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 2004, the Proposed TPA is approved and the parties are directed to implement the Proposed TPA;
4. In accordance with the Court's prior rulings at the Hearing, 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 2004, Asarco Delaware and AMC are hereby required to produce to

ASARCO within ten business days after entry of this Order the Requested Tax-Related Information; and

5. The Court shall retain exclusive jurisdiction to resolve any dispute arising from or relating to the implementation of this Order.

Dated: February 26, 2007  
Corpus Christi, Texas

  
**RICHARD S. SCHMIDT**  
UNITED STATES BANKRUPTCY JUDGE

Reason: Parties have agreed to enlarge time to respond to 3/8/07. Please refer to Mtn #3881

**VACATED**

  
**RICHARD S. SCHMIDT**  
UNITED STATES BANKRUPTCY JUDGE

FEB 27 2007